EXHIBIT 1 TO

RESPONSE AND OBJECTION OF BETHESDA SOFTWORKS LLC TO DEBTORS' (I) FIFTY-FIRST OMNIBUS OBJECTION TO CERTAIN 503(B)(9) CLAIMS AND (II) MOTION FOR A WAIVER OF THE REQUIREMENT THAT THE FIRST HEARING ON ANY RESPONSE PROCEED AS A STATUS CONFERENCE AND THE DEBTORS' BRIEF IN SUPPORT THEREOF

Case 08-35653-KRH Doc 5539-1 Filed 11/05/09 Entered 11/05/09 15:53:09 Desc

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Richmond Division

Section 503(b)(9) Claim Request Form

DEADLINE FOR FILING 503(b)(9) CLAIMS 5:00 P.M. Pacific Time December 19, 2008

Circuit City Stores, Inc., et al., Claims Processing c/o Kurtzman Carson Consultanis LLC, 2335 Alaska Avenue, El Segundo, CA 90245 Circuit City Stores, Inc., et al. Case Nos. 08-35653 through 08-35670 Chapter II Jointly Administered

NOTE: Pursuant to an Order of the Bankruptcy Court in the above-referenced chapter 11 cases (see Docket No. 107), to have claims allowed as administrative expense under 11 U.S.C. § 503(b)(9), this form must be served upon Circuit City Stores, Inc., et al., Claims Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245 by December 19, 2008, the Bar Date for Section 503(b)(9) claims in the above-referenced cases. The form may be submitted in person or by regular mail, oversight mail, or hand delivery. Facsimile, email or electronic submissions will not be accepted. Requests shall be deemed filed when actually received by Kurtzman Carson Consultants LLC.

Name and Address of Creditor: (The person or other entity to whom the debtor owes money or property) NamelD: 4496752 (Pl) PackID: 18327

BETHESDA SOFTWORKS 1370 PICCARD DR NO 120 **ROCKVILLE, MD 20850**

Telephone: 301.926-8300 Fax: 301.990.7025

Name and address where notices should be sent (if different from above)

J. Griffin Lesher, Esq. ZeniMax Media, Inc. 1370 Piccard Drive, Ste. 120 Rockville, MD 20850

Telephone: 301-948-2200 Fax: 301-990-7025



Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

■Check box if you have made any demand(s) to reclaim goods sold to the debtor under 11 U.S.C. § 546(c). (attach copies of any such demand(s))

DCheck box if you have transferred the rights of your claim to any third party. If so please list name of transferee:

DCheck box if you have never received any notices from the bankruptcy court in this case.

Debtor against which claim is asserted: (Check one box below:)

Circuit City Stores, Inc. (Tax I.D. No. 54-0493875) ☐ Abbott Advertising, Inc. (Tax 1.D. No. 54-1624659) DCircuit City Stores West Coast, Inc. (Tax I.D. No. 95-44607851

□CC Distribution Company of Virginia, Inc. (Tax 1.D. No. 54-1712821)

OCircuit City Properties, LLC (Tax I.D. No. 54-0793353)

☐ Patapsco Designs, Inc. (Tax 1.D. No. 52-1 086796) □Ventoux International, Inc. (Tax I.D. No. 20-1071838)

□ Sky Venture Corporation (Tax I.D. No. 54-1760311) □ Prahs, Inc. (n/a)

□ XS Stuff, LLC (Tax I.D. No. 54-2029263)

☐ Kinzer Technology, LLC (Tax 1.D. No. 54-2022157) Circuit City Purchasing Company, LLC (Tax I.D. No. 20- 0995170)

Orbyx Electronics, LLC (Tax I.D. No. 20-1203360)

☐ InterTAN, Inc. (Tax I.D. No. 75-2 130875) ☐ CC Aviation, LLC (Tax I.D. No. 20-5290841)

Courehevel, LLC (n/2)

☐ Circuit City Stores PR, LLC (Tax 1.D. No. 66-0695512) [

Mayland MN, LLC (Tax 1.D. No. 20-0896116)

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: 070761

Check here if this claim □ / replaces Ø

amends a previously filed claim, dated: 12/17/08

1. BASIS FOR CLAIM: Goods received by the Debtor within 20 days before the date of commencement of the case. Value of Goods: \$3,838,606,40

2. DATE OF SHIPMENT: 10/21/08-10/19/08*

METHOD OF SHIPMENT: Various*

DATE OF RECEIPT: 10/23/08-10/30/08*

NAME OF CARRIER: Various*

PLACE OF DELIVERY: Various*

3. TOTAL AMOUNT OF SECTION 503 (b)(9) CLAIMS: \$ 3,838,606.40*

☐ Check the box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

4. BRIEF DESCRIPTION OF CLAIM: Computer and console video games ordered by, sold to, and received within 20 days before November 10, 2008 by, Debtor, Circuit City Stores, Inc.*

Describe goods sold:

Attach support for your claim. FOR COURT USE ONLY

5. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.

 SUPPORTING DOCUMENTS: <u>Attach copies of supporting documents</u>, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, or contracts. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. Attachments must be printed on 8-1/2" by 11" paper. *

7. DATE-STAMPED COPY: To receive an acknowledgement of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this claim request form.

8. ORDINARY COURSE CERTIFICATION: By signing this claim request form, you are certifying that the goods for which payment is sought hereby, were sold to the debtor in the ordinary course of the debtor's business as required by 11 U.S.C. § 503(b)(9).

Penalty for presenting fraudulent claim: Finc of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. § § 152 and 3571.

Date Sign and print the name and title, if any, of the creditor or other person authorized to file this claim

(attach copy of power of attorney, if any) 12/17/08

* Please see Exhibit A attached hereto and incorporated herein.

Ronald Seger, VP, Sales MURTIMAN CARSON CONSULTABLES

DEC 22 2008

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Bethesda Softworks, LLC ("Claimant"), incorporates by reference as if set forth herein, the matters set forth in:

Exhibit 1: Demand-renewed/amended/supplemented demand-to reclaim goods sold to Debtor, under 11 U.S.C. § 546(c);

Exhibit 2: Response to Motion of Debtors filed with the Court in the Debtors' Jointly Administered Ch. 11 Cases at Docket No. 447;

Exhibit 3: Index to Circuit City Purchase Orders and Shipment Confirmations, with Copies of Purchase Orders and Shipment Confirmations; and

Exhibit 4: Index of Claimant's Invoices issued to Circuit City Stores, Inc., with copies of Invoices and Purchase Orders.

Claimant respectfully objects to the imposition of requirements which are not set forth in Bankruptcy Code Section 503(b)(9), and otherwise reserves all rights.

EXHIBIT 1

Exhibit(s) 1 part 1 Page 5 of 57

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1370 PICCARD DEIVE SUITE 128 ROCKVILLE, MARYLAND 20850 UBA TELE: 301 948 2200 / PAX: 301 990 7025



Tim Sifford, Business Team Lead Games	FROM: J. Griffin Lesher, Secretary, Bethesda Softworks LLC & EVP-Legal, ZeniMax Media Inc.
COMPANY: Circuit City Stores, Inc.	DATE: 11/10/2008
FAX NUMBER: 804.527.4164	TOTAL NO. OF PAGES INCLUDING COVER:
Reginald D. Hedgebeth, Esq. SVP, General Counsel & Secretary Circuit City Stores, Inc. fax: 804.418.8248 & 804.527.4164 / Sarah K. Baker, Esq. Skadden, Arps, Slate, Meagher & Florn LLP (Chicago, IL) fax: 312.407.0411	SENDER'S REFERENCE NUMBER:
RE: Reclamation Demand of Bethesda Softworks LLC	YOUR REFERENCE NUMBER:

The information contained in this message and any attachments hereto is intended only for the addressee or addressee's authorized agent. These materials may contain information that is privileged, confidential, or otherwise exempt from disclosure. If the reader is not the intended recipient or recipient's authorized agent, then you are notified that any dissemination, distribution, or copying of these materials is prohibited. If you have received these materials in error, please notify the sender by telephone and return the original and any copies of these materials by mail to the sender at the address stated below. Opinions, conclusions and other information in this message that do not relate to the official business of this company shall be understood as neither given nor endorsed by it.

NOTES/COMMENTS:



November 10, 2008

<u>Via Fax</u> 804.524.4000

Tim Sifford
Business Team Lead Games
Circuit City Stores, Inc.
Deep Run 1 – 2nd Floor
9950 Mayland Drive
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

Circuit City Stores, Inc., its subsidiaries, affiliates and/or agents (collectively, the "Debtor") has received computer and console video games (the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum thereto dated October 25, 2006 (the "Agreement") and/or the Purchase Orders listed on Exhibit A attached hereto (the "Purchase Orders") from Bethesda Softworks.

The Debtor received the Goods shipped by the Seller within the last 45 days prior to November 10, 2008 (the "Reclamation Period.") The value of the Goods is \$3,848,875.72, and no part of the purchase price for any of the Goods has been paid to the Seller.

Seller asserts that the Goods were sold to Debtor on credit in the ordinary course of business under the terms of the Agreement and/or the Purchase Orders and received by the Debtor while it was insolvent, which insolvency is evidenced, in whole or in part, by the Debtor's filing of a petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code") on November 10, 2008 (the "Petition Date").

Seller hereby makes reclamation demand upon the Debtor pursuant to Section 546(c) of the Bankruptcy Code, Section 2-702 of the Uniform Commercial Code and/or other applicable state law, for the immediate return of the Goods. Further, Seller demands that the Debtor segregate and refrain from using, commingling or otherwise converting the Goods in the course of the Debtor's business or otherwise. In addition, Seller requests adequate protection of its interests in the Goods and objects to any use of cash collateral which may be generated from the use, sale, or other disposition of the Goods.

Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

V. Griffin Leshe

Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.

SVP, General Counsel & Secretary

Circuit City Stores, Inc. (Richmond, VA)

fax: 804.524.4000 Sarah K. Baker, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)

fax: 312.407.0411

Exhibit A

Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

Purchase Order Number	Product	Platform	Ship Date	Inventory or Store ID	No. of Units	Per Unit Value	Total Value
6772368	AMF Pinbusters!	Wii	29-Oct-08	12650	891	\$15.27	\$2,565.36
6772368	Oblivion Greatest Hits	PS3	29-Oct-08	12060	408	\$23.64	\$9,645.12
6772368	Oblivion Game of the Year	PS3	29-Oct-08	12610	120	\$48.27	\$5,792.40
6772368	Star Trek Encounters	PS2	29-Oct-08	12050	156	\$6.40	\$998.40
2170802	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	632	\$55.16	\$34.861.12
2170801	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	528	\$55.16	\$29,124.48
2170800	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	520	\$55.16	\$28,683.20
2170797	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	886	\$55.16	\$54.498.08
6623924	Fallout 3	PS3	22-Oct-08	12670	24,000	\$48.27	\$1.158.480.00
6623924	Fallout 3 Collector's Edition	PS3	22-Oct-08	12840	3,000	\$63.04	\$189,120,00
0623924	Fallout 3	X360	22-Oct-08	12680	35,040	\$48.27	\$1.691.380.80
0023924	Fallout 3 Collector's Edition	X360	22-Oct-08	12850	4,008	\$63.04	\$250 664 32
2170790	Fallout 3	PC	21-Oct-08	93155126909	2.400	\$39.40	204 560 00
2170792	Fallout 3	PC	21-Oct-08	93155126909	730	\$39.40	\$78.762.00
2170793	Fallout 3	PC	21-Oct-08	93155126909	1.270	\$39.40	650 028 00
2170794	Fallout 3	ည	21-Oct-08	93155126909	1 280	630 40	660 423 00
2170795	Fallout 3	2	21-Oct-08	93155126909	1 530	C30 40	\$50,452.00 \$60.000.00
2170796	Fallout 3	PC	21-Oct-08	93155126909	1 290	\$39.40	260 875 00
2170798	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	300	855.16	00.020,000
2170804	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	532	91 558	C1 345 17
0/48/03	AMF Pinbusters!	Wii	9-Oct-08	12650	276	26.513	21.040,000
6748763	Oblivion Game of the Year	PS3	9-Oct-08	12610	120	\$48.27	26,707.40
00.20842	Star Trek Encounters	PS2	6-Oct-08	12050	41	\$6.40	\$262.40
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To: Tim Sifford, Business Team Lead Games	FROM: J. Griffin Lesher, Secretary, Bethesda Softworks LLC & EVP-Legal, ZeniMax Media Inc.
COMPANY: Circuit City Stores, Inc.	DATE: 11/10/2008
FAX NUMBER: 804,527,4164	TOTAL NO. OF PAGES INCLUDING COVER:
Reginald D. Hedgebeth, Esq. SVP, General Counsel & Secretary Circuit City Stores, Inc. fax: 804.418.8248 & 804.527.4164 / Sarah K. Baker, Esq. Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL) fax: 312.407.0411	SENDER'S REFERENCE NUMBER:
re: Reclamation Dernand of Bethesda Softworks LLC	YOUR REFERENCE NUMBER:

The information contained in this message and any attachments hereto is intended only for the addressee or addressee's authorized agent. These materials may contain information that is privileged, confidential, or otherwise exempt from disclosure. If the reader is not the intended recipient or recipient's authorized agent, then you are notified that any dissemination, distribution, or copying of these materials is prohibited. If you have received these materials in error, please notify the sender by telephone and return the original and any copies of these materials by mail to the sender at the address stated below. Opinions, conclusions and other information in this message that do not relate to the official business of this company shall be understood as neither given nor endorsed by it.

NOTES/COMMENTS:



November 10, 2008

<u>Via Fax</u> 804.524.4000

Tim Sifford
Business Team Lead Games
Circuit City Stores, Inc.
Deep Run 1 – 2nd Floor
9950 Mayland Drive
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

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503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

Chiffin Lesher

Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.

SVP, General Counsel & Secretary

Circuit City Stores, Inc. (Richmond, VA)

fax: 804.524.4000 Sarah K. Baker, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)

fax: 312.407.0411

Exhibit A

to Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents



Case 08-35653-KRH Doc 5539-1 Filed 11/05/09 Entered 11/05/09 15:53:09 Desc Exhibit(s) 1 part 1 Page 18 of 57

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To: Tim Sifford, Business Team Lead Games	FROM: J. Griffin Lesher, Secretary, Bethesda Softworks LLC & EVP-Legal, ZeniMax Media Inc.
COMPANY: Circuit City Stores, Inc.	DATE: 11/10/2008
fax number: 804.524.4000	TOTAL NO. OF PAGES INCLUDING COVER:
Reginald D. Hedgebeth, Esq. SVP, General Counsel & Secretary Circuit City Stores, Inc. fax: 804.524.4000 / Sarah K. Baker, Esq. Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL) fax: 312.407.0411	SENDER'S REFERENCE NUMBER
RE: Reclamation Demand of Bethesda Softworks LLC	YOUR REFERENCE NUMBER
X urgent	COMMENT PLEASE REPLY PLEASE RECYCLE

The information contained in this message and any attachments hereto is intended only for the addressee or addressee's authorized agent. These materials may contain information that is privileged, confidential, or otherwise exempt from disclosure. If the reader is not the intended recipient or recipient's authorized agent, then you are notified that any dissemination, distribution, or copying of these materials is prohibited. If you have received these materials in error, please notify the sender by telephone and return the original and any copies of these materials by mail to the sender at the address stated below. Opinions, conclusions and other information in this message that do not relate to the official business of this company shall be understood as neither given nor endorsed by it.

NOTES/COMMENTS:



November 10, 2008

<u>Via Fax</u> 804.524.4000

Tim Sifford
Business Team Lead Games
Circuit City Stores, Inc.
Deep Run 1 – 2nd Floor
9950 Mayland Drive
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

Circuit City Stores, Inc., its subsidiaries, affiliates and/or agents (collectively, the "Debtor") has received computer and console video games (the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum thereto dated October 25, 2006 (the "Agreement") and/or the Purchase Orders listed on Exhibit A attached hereto (the "Purchase Orders") from Bethesda Softworks.

The Debtor received the Goods shipped by the Seller within the last 45 days prior to November 10, 2008 (the "Reclamation Period.") The value of the Goods is \$3,848,875.72, and no part of the purchase price for any of the Goods has been paid to the Seller.

Seller asserts that the Goods were sold to Debtor on credit in the ordinary course of business under the terms of the Agreement and/or the Purchase Orders and received by the Debtor while it was insolvent, which insolvency is evidenced, in whole or in part, by the Debtor's filing of a petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code") on November 10, 2008 (the "Petition Date").

Seller hereby makes reclamation demand upon the Debtor pursuant to Section 546(c) of the Bankruptcy Code, Section 2-702 of the Uniform Commercial Code and/or other applicable state law, for the immediate return of the Goods. Further, Seller demands that the Debtor segregate and refrain from using, commingling or otherwise converting the Goods in the course of the Debtor's business or otherwise. In addition, Seller requests adequate protection of its interests in the Goods and objects to any use of cash collateral which may be generated from the use, sale, or other disposition of the Goods.

Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.

SVP, General Counsel & Secretary

Circuit City Stores, Inc. (Richmond, VA)

fax: 804.524.4000 Sarah K. Baker, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)

fax: 312.407.0411

Exhibit A

to Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

		Saip Date	Inventory or Store ID	No. of Units	Per Unit Value	Total Value
AMF Pinbusters!	Wii	29-Oct-08	12650	168	\$15.27	75 575 63
Oblivion Greatest Hits	PS3	29-Oct-08	12060	408	\$23.64	\$0,500,50
Oblivion Game of the Year	PS3	29-Oct-08	12610	120	\$48.27	\$5.707.40
Star Trek Encounters	PS2	29-Oct-08	12050	156	\$6.40	8998 40
Fallout 3 Collector's Edition	<u>2</u>	23-Oct-08	93155128606	632	\$55.16	\$34 861 12
Fallout 3 Collector's Edition	2	23-Oct-08	93155128606	528	\$55.16	\$29 124 48
Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	520	\$55.16	\$28.683.20
Fallout 3 Collector's Edition	2	23-Oct-08	93155128606	988	\$55.16	\$54,498.08
	PS3	22-Oct-08	12670	24,000	\$48.27	\$1.158.480.00
rationt 3 Collector's Edition	PS3	22-Oct-08	12840	3,000	\$63.04	\$189 120 00
	X360	22-Oct-08	12680	35,040	\$48.27	\$1 691 380 80
Fallout 3 Collector's Edition	X360	22-Oct-08	12850	4,008	\$63.04	22 52 664 12
	PC	21-Oct-08	93155126909	2,400	\$39.40	\$94,560,00
	PC	21-Oct-08	93155126909	730	\$39.40	\$28.762.00
	PC	21-Oct-08	93155126909	1,270	\$39.40	\$50.038.00
	2	21-Oct-08	93155126909	1,280	\$39.40	\$50 432 00
	2	21-Oct-08	93155126909	1,530	\$39.40	\$60.282.00
Fallout 3 Collectors Building	Z (21-Oct-08	93155126909	1,290	\$39.40	\$50.826.00
Fallout 3 Collector's Edition	5 8	21-Oct-08	93155128606	300	\$55.16	\$16,548.00
AMF Pinhusters!	ا <u>د</u>	21-Oct-08	93155128606	532	\$55.16	\$29,345.12
Oblivion Game of the Vers	WII	%-Oct-08	12650	276	\$15.27	\$4,214,52
Star Trek Encounter	rs3	9-Oct-08	12610	120	\$48.27	\$5.792.40
alcounted 3	FSZ	6-Oct-08	12050	41	\$6.40	\$262.40
Subtotal Fallout 3:		-		79,337		\$3,848,875.72
Subtotal Other Product:				78,048		\$3,819,605.12
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Case 08-35653-KRH

Doc 5539-1 Filed 11/05/09 Entered 11/05/09 15:53:09 Desc

Exhibit(s) 1 part 1 Page 23 of 57 McKenna Long

Aldridge

Attorneys at Law

1900 K Street, NW • Washington, DC 20006-1108 Tel: 202.496.7500 • Fax: 202.496.7756 www.mckennalong.com New York
Philadelphia
Sacramento
San Diego
San Francisco
Washington, D.C.

DANIEL J. CARRIGAN (202) 496-7436

Albany

Atlanta

Brusseis

Denver

Los Angeles

EMAIL ADDRESS dcarrigan@mckennalong.com

November 26, 2008

BY OVERNIGHT COURIER

Circuit City Stores, Inc., et al. Claims Processing c/o Kurtzman Carson Consultants LLC 2335 Alaska Avenue El Segundo, CA 90245

Circuit City Stores, Inc. 9950 Mayland Drive Richmond, VA 23233 Attn: Daniel W. Ramsey

McGuireWoods LLP
One James Center
901 E. Cary Street
Richmond, VA 23219
Attn: Sarah B. Boehm, Esq.

Circuit City Stores, Inc. 9950 Mayland Drive Richmond, VA 23233 Attn: Reginald D. Hedgebeth

Skadden, Arps, Slate, Meagher & Flom LLP 333 West Wacker Drive Chicago, IL 60606 Attn: Sarah Baker, Esq.

Re:

Reclamation Notice/Demand of Bethesda Softworks LLC ("Bethesda Softworks") Delivered to Mr. Tim Sifford, Business Team Lead Games, Reginald D. Hedgebeth, Esq., SVP, General Counsel & Secretary, and Sarah Baker, Esq., Skadden, Arps, Meagher & Flom LLP on November 10, 2008 (the "Notice") and Supplement Thereto under Interim Order (Dkt. No. 133) Subsequently Entered on November 13, 2008, Paragraph 5(a) and (b); Submitted Without Prejudice

Ladies and Gentlemen:

Enclosed, on behalf of our client, Bethesda Softworks, please find copies of the above-referenced Notice, together with facsimile confirmations, and a copy of an email communication

Exhibit(s) 1 part 1 Page 24 of 57

Circuit City Stores, Inc., et al. Circuit City Stores, Inc. Circuit City Stores, Inc. Skadden, Arps, Slate, Meagher & Flom LLP McGuire Woods LLP November 26, 2008 Page 2

from the Debtors dated October 17, 2008. Such Notice, and its prior delivery to the Debtors, as well as the delivery of this letter supplementing the Notice in accordance with the Interim Order, paragraph 5(a) and (b), and the attached copies are not, and shall not be deemed to be a waiver, release, election of remedy, admission, or other diminution of any of Bethesda Softworks' rights, including, but not limited to, the right to object or otherwise respond to the Interim Order.

In addition to, and not in lieu of, the matters set forth in the Notice, Bethesda Softworks believes that (i) it has or will assert a Section 503(b)(9) Claim, and (ii) that the currently estimated amount of such Claim, as calculated from Exhibit A to the Notice, is \$3,838,606.40.

If you have any questions or comments concerning the foregoing, please contact the undersigned or John McJunkin (telephone: 202-496-7312) (email: jmcjunkin@mckennalong.com) (fax: 202-496-7094), counsel for Bethesda Softworks, at your convenience.

Happy Thanksgiving!

Respectfully submitted,

Daniel J. Carrigan

DJC:sdp

Enclosures

Exhibit(s) 1 part 1 Page 25 of 57

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1376 PICCARD DRIVE BUITE 128 ROCKVILLE, MARYLAND 20858 USA TELB: 381 948 2200 / PAX: 381 998 7025

FACSIMILE '	TRANSMITTAL SHEET
To: Tim Sifford, Business Team Lead Games	FROM: J. Griffin Lesher, Secretary, Bethesda Softworks LLC & EVP-Legal, ZeniMax Media Inc.
COMPANY: Circuit City Stores, Inc.	DATE: 11/10/2008
FAX NUMBER: 804.527.4164	TOTAL NO. OF PAGES INCLUDING COVER-
Reginald D. Hedgebeth, Esq. SVP, General Counsel & Secretary Circuit City Stores, Inc. fax: 804.418.8248 & 804.527.4164 / Sarah K. Baker, Esq. Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL) fax: 312.407.0411	SENDER'S REFERENCE NUMBER
RE: Reclamation Demand of Bethesda Softworks LLC	YOUR REFERENCE NUMBER:
Xurgent	COMMENT PLEASE REPLY PLEASE RECYCLE

The information contained in this message and any attachments hereto is intended only for the addressee or addressee's authorized agent. These materials may contain information that is privileged, confidential, or otherwise exempt from disclosure. If the reader is not the intended recipient or recipient's authorized agent, then you are notified that any dissemination, distribution, or copying of these materials is prohibited. If you have received these materials in error, please notify the sender by telephone and return the original and any copies of these materials by mail to the sender at the address stated below. Opinions, conclusions and other information in this message that do not relate to the official business of this company shall be understood as neither given nor endorsed by it.

NOTES/COMMENTS:

Exhibit(s) 1 part 1 Page 28 of 57



November 10, 2008

Via Fax 804.524.4000

Tim Sifford
Business Team Lead Games
Circuit City Stores, Inc.
Deep Run 1 – 2nd Floor
9950 Mayland Drive
Richmond, VA 23233

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503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

y Criffin Le

(Ostal

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.

SVP, General Counsel & Secretary

Circuit City Stores, Inc. (Richmond, VA)

fax: 804.524.4000 Sarah K. Baker, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)

fax: 312.407.0411

\$29,270.60

Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

Circuit City	Product	Platform	Ship Date	laventory or	No. of Units	Per Unit	Total Value
Purchase Order Number				Store ID		Value	TOTAL VAILE
6772368	AMF Pinbusiers!	Wii	29-Oct-08	03761	0 / 1	2000	
6772368	Oblivion Greatest Hits	pg1	20 000	00041	001	\$15.27	\$2,565.36
6772368	Oblivion Game of the Van	56	27-UCI-U8	09071	408	\$23.64	\$9,645.12
891.6779	Star Trat Estate	23	29-Oct-08	12610	120	\$48.27	\$5,792.40
2170807	The Live Circumsters	222	29-Oct-08	12050	156	\$6.40	CO00 40
210002	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	619	71 553	04.04.0
1080/17	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	863	01.00	334,801.12
21 /0800	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	020	933.10	529,124.48
2170797	Fallout 3 Collector's Edition	PC	23-Oct-08	03155170	075	\$33.10	\$28,683.20
6623924	Fallout 3	8	77 Oct 08	00007155152	886	\$55.16	\$54,498.08
6623924	Fallout 3 Coffector's Edition	Dea	22 0-100	17670	24,000	\$48.27	\$1,158,480.00
6623924	Fallout 3	091X	22-Oct-08	12840	3,000	\$63.04	\$189,120.00
6623924	Fallout 3 Collector's Edition	09EX	22 Oct-08	12680	35,040	\$48.27	\$1,691,380.80
2170790	Fallout 3	Da d	21.00:00	12850	4,008	\$63.04	\$252,664.32
2170792	Fallout 3	Ja	21-Oct-08	93135126909	2,400	\$39.40	\$94 560 00
2170793	Fallout 3	2 0	21-Oct-08	93155126909	730	\$39.40	\$28.762.00
2170794	Fallout 3	2 0	21-Oct-08	93155126909	1,270	\$39.40	\$50.038.00
2170795	Fallout 3	2 6	21-Oct-08	93155126909	1,280	\$39.40	\$50.412.00
2170796	Fallout 3	2 2	21-Oct-08	93155126909	1,530	\$39.40	CKO 787 00
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+	File of Collector's Edition	2	21-Oct-08	93155128606	300	D4.4C	\$50,826.00
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1	AMF Pinbusters!	Wii	9-00-08	0000	766	\$35.16	\$29,345.12
+	Oblivion Game of the Year	PS3	9-Oct-08	0071	276	\$15.27	\$4,214.52
6620842	Star Trek Encounters	PS2	6-Oct-08	01971	120	\$48.27	\$5,792.40
			90.50	12050	41	\$6.40	\$262.40
	TOTAL:						
	Subtotal Fallout 3:				79,337		\$3,848,875,72
	Subtotal Other Product:				78,048		\$3,819,605.12
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1370 Piccard Drive Ste 120 Rockville, MD 20850 301.948,2200 Fax 301.990,7025

Exhibit(s) 1 part 1 Page 31 of 57

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1370 FICCARD DRIVE SUITE 120 ROCEVILLE, MARYLAND 20130 USA TELE: 301 946 2200 / FAX: 301 990 7023

Tim Sifford, Business Team Lead Games	FROM: J. Griffin Lesher, Secretary, Bethesda Softworks LLC & EVP-Legal, ZeniMax Media Inc.
COMPANY: Circuit City Stores, Inc.	DATE: 11/10/2008
FAX NUMBER: 804.527.4164	TOTAL NO. OF PAGES INCLUDING COVER:
Reginald D. Hedgebeth, Esq. SVP, General Counsel & Secretary Circuit City Stores, Inc. fax: 804.418.8248 & 804.527.4164 / Sarah K. Baker, Esq. Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL) fax: 312.407.0411	SENDER'S REFERENCE NUMBER:
RE: Reclamation Demand of Bethesda Softworks LLC	YOUR REFERENCE NUMBER:

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Exhibit(s) 1 part 1 Page 35 of 57



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<u>Via Fax</u> 804.524.4000

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Richmond, VA 23233

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Seller hereby makes reclamation demand upon the Debtor pursuant to Section 546(c) of the Bankruptcy Code, Section 2-702 of the Uniform Commercial Code and/or other applicable state law, for the immediate return of the Goods. Further, Seller demands that the Debtor segregate and refrain from using, commingling or otherwise converting the Goods in the course of the Debtor's business or otherwise. In addition, Seller requests adequate protection of its interests in the Goods and objects to any use of cash collateral which may be generated from the use, sale, or other disposition of the Goods.

Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section

Exhibit(s) 1 part 1 Page 36 of 57



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

Criffin Lesher

Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.

SVP, General Counsel & Secretary

Circuit City Stores, Inc. (Richmond, VA)

fax: 804.524.4000 Sarah K. Baker, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)

fax: 312.407.0411

Desc

Exhibit A

Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

			_								T_		T	Ţ		T				T	T	T	T	T	T	7				Τ	
Total Value		70 273 64	\$2,303.30	\$9,645.12	\$5,792.40	\$998.40	\$34.861.12	27 100,000	C 188 8C2	\$54 498 08	\$1 158 480 00	\$189 120 00	08 081 180 80	6060 664 33	277,004.32	394,300.00	278, /62.00	\$50,038.00	\$50,432.00	\$60,282.00	\$50,826.00	\$16 548 00	\$29.345.12	CA 214 CA	2C. F1.2,F4	05.7%/.00	\$262.40		53,848,875.72	\$3,819,605.12	
Per Unit	Value	616.07	17.014	\$23.64	\$48.27	\$6.40	\$55.16	91 553	\$55.16	\$55.16	\$48.27	\$63.04	\$48.27	263.04	630 40	630 40	077.40	\$39.40	\$39.40	\$39.40	\$39.40	\$55.16	\$55.16	\$15.77	548.77	17:01	30.40				
No. of Units		891	901	408	120	156	632	528	520	886	24,000	3.000	35,040	4 008	2 400	730	3	1,270	1,280	1,530	1,290	380	532	276	120		7.		79,337	78,048	
Inventory or	Store ID	05961	00071	12060	12610	12050	93155128606	93155128606	93155128606	93155128606	12670	12840	12680	12850	93155126909	93155126900	00076135160	60607100106	93155126909	93155126909	93155126909	93155128606	93155128606	12650	12610	12050	20071				
Ship Date		29-Oct-08		29-Oct-08	29-Oct-08	29-Oct-08	23-Oct-08	23-Oct-08	23-Oct-08	23-Oct-08	22-Oct-08	22-Oct-08	22-Oct-08	22-Oct-08	21-Oct-08	21-Oct-08	21-0-10	21-04-00	21-Oct-08	21-Oct-08	21-Oct-08	21-Oct-08	21-Oct-08	9-Oct-08	9-Oct-08	6-Oct-08				+	_
Platform		Wii		PS3	PS3	PS2	D _C	PC	P.C	PC	PS3	PS3	X360	09EX	PC	2	PC PC	0 0	ي د	١٥		2	2	M II	PS3	PS2					
Product		AMF Pinbusters!		Oblivion Greatest Hits	Oblivion Game of the Year	Star Trek Encounters	Fallout 3 Collector's Edition	Fallout 3	Fallout 3 Collector's Edition	Fallout 3	Fallout 3 Collector's Edition	Fallout 3	Fallout 3	Fallout 3	Fallout 3	Fallow 3	Fallout 3	Follows 3 Colleges Paid	Fallout 3 Collector: 1:4:::	AMF Pinbustered	1	Course Game of the Year	Star I rek Encounters		TOTAL:	Subtotal Fallout 3:	Subfotal Other Product:	- '17571' TINGS			
Circuit City	Purchase Order Number	6772364		9177908	6772368	6772368	2170802	2170801									2170793	2170794 F	2170795	2170796 F	\dagger			T	1	+		L			

Exhibit(s) 1 part 1 Page 38 of 57

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1370 PICCARD DEIVE SUITE 128 ROCEVILLE, MARYLAND 20850 USA TELE: 101 948 2200 / PAX: 301 990 7025



Tim Sifford, Business Team Lead Games	FROM: J. Griffin Lesher, Secretary, Bethesda Softworks LLC & EVP-Legal, ZeniMax Media Inc.
COMPANY: Circuit City Stores, Inc.	DATE: 11/10/2008
fax number: 804.524.4000	TOTAL NO. OF PAGES INCLUDING COVER: 4
Reginald D. Hedgebeth, Esq. SVP, General Counsel & Secretary Circuit City Stores, Inc. fax: 804.524.4000 / Sarah K. Baker, Esq. Skadden, Arps, Slate, Meagher & Florn LLP (Chicago, IL) fax: 312.407.0411	SENDER'S REFERENCE NUMBER:
RE: Reclamation Demand of Bethesda Softworks LLC	YOUR REFERENCE NUMBER:

The information contained in this message and any attachments hereto is intended only for the addressee or addressee's authorized agent. These materials may contain information that is privileged, confidential, or otherwise exempt from disclosure. If the reader is not the intended recipient or recipient's authorized agent, then you are notified that any dissemination, distribution, or copying of these materials is prohibited. If you have received these materials in error, please notify the sender by telephone and return the original and any copies of these materials by mail to the sender at the address stated below. Opinions, conclusions and other information in this message that do not relate to the official business of this company shall be understood as neither given nor endorsed by it.

NOTES/COMMENTS:

Exhibit(s) 1 part 1 Page 40 of 57



November 10, 2008

Via Fax 804.524.4000

Tim Sifford Business Team Lead Games Circuit City Stores, Inc. Deep Run I – 2nd Floor 9950 Mayland Drive Richmond, VA 23233

Re:

Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

Circuit City Stores, Inc., its subsidiaries, affiliates and/or agents (collectively, the "Debtor") has received computer and console video games (the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum thereto dated October 25, 2006 (the "Agreement") and/or the Purchase Orders listed on Exhibit A attached hereto (the "Purchase Orders") from Bethesda Softworks.

The Debtor received the Goods shipped by the Seller within the last 45 days prior to November 10, 2008 (the "Reclamation Period.") The value of the Goods is \$3,848,875.72, and no part of the purchase price for any of the Goods has been paid to the Seller.

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Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

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Exhibit(s) 1 part 1 Page 41 of 57



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

Griffin Leshe

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.

SVP, General Counsel & Secretary Circuit City Stores, Inc. (Richmond, VA)

fax: 804.524.4000 Sarah K. Baker, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)

fax: 312.407.0411

to Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

Purchase Order Number	THE COLUMN	Ship Date	laveatory or Store ID	No. of Units	Per Unit Value	Total Value
AMF Pinbusters!	×.	29-Oct-08	12650	168	\$15.27	\$2,565.36
Oblivion Greatest Hits	PS3	29-Oct-08	12060	408	\$23.64	\$9,645.12
Oblivion Game of the Year	PS3	29-Oct-08	12610	120	\$48.27	\$5.792.40
Star Trek Encounters	PS2	29-Oct-08	12050	156	\$6.40	\$998.40
Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	632	\$55.16	\$34,861.12
Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	528	\$55.16	\$29 124 48
Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	520	\$55.16	\$28,683.20
Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	886	\$55.16	\$54,498.08
Fallout 3	PS3	22-Oct-08	12670	24,000	\$48.27	\$1,158,480.00
Fallout 3 Collector's Edition	PS3	22-Oct-08	12840	3,000	\$63.04	\$189,120.00
Failout 3	X360	22-Oct-08	12680	35,040	\$48.27	\$1.691.380.80
Fallout 3 Collector's Edition	X360	22-Oct-08	12850	4,008	\$63.04	\$252,664.32
Fallout 3	<u>ج</u>	21-Oct-08	93155126909	2,400	\$39.40	\$94,560.00
railout 3	PC	21-Oct-08	93155126909	730	\$39.40	\$28.762.00
railout 3	PC	21-Oct-08	93155126909	1,270	\$39.40	\$50,038,00
Fallout 3	PC	21-Oct-08	93155126909	1.280	\$39.40	C\$0 432 00
Fallout 3	PC	21-Oct-08	93155126909	1.530	\$39.40	00.264,064
Fallout 3	PC	21-Oct-08	93155126909	1.290	\$39.40	\$50,826,00
Falout 3 Collector's Edition	ည	21-Oct-08	93155128606	300	\$55.16	\$16.548.00
rallout 3 Collector's Edition	PC	21-Oct-08	93155128606	532	91 555	\$20.345.17
AMF Purbusters!	Wii	9-Oct-08	12650	376	26.513	21.040,240
Oblivion Game of the Year	PS3	80-100-6	12610	120	548 27	26,412,45
Star Trek Encounters	PS2	80-13O-9	12050		17.014	33,792.40
			ACA.	-	30.40	\$262.40
TOTAL:						
Subtotal Fallout 3:				755,97		\$3,848,875.72
Subtotal Other Produce.				78,048		\$3,819,605.12
Capital Cinci A I Cauli.				1,289		\$29.270.60

Case 08-35653-KRH Doc 5539-1 Filed 11/05/09 Entered 11/05/09 15:53:09 Desc Exhibit(s) 1 part 1 Page 43 of 57

Carrigan, Daniel

From:

Grif Lesher [glesher@zenimax.com]

Sent:

Monday, November 10, 2008 8:49 PM

To:

Tim_Sifford@circuitcity.com

Cc:

Ronald Seger

Subject:

Bethesda Softworks - Reclamation Demand

Attachments: Bethesda_Softworks_Demand_Letter_10-nov-08.pdf

Dear Mr. Sifford:

Please find attached the Reclamation Demand of Bethesda Softworks LLC, its parent, subsidiaries, affiliates and/or agents in connection with today's bankruptcy filing by Circuit City and court hearing.

Regards,
J. Griffin Lesher
Secretary
Bethesda Softworks LLC
and
EVP-Legal
ZeniMax Media Inc.

Exhibit(s) 1 part 1 Page 44 of 57



November 10, 2008

Via Fax 804.524.4000

Tim Sifford Business Team Lead Games Circuit City Stores, Inc. Deep Run 1 – 2nd Floor 9950 Mayland Drive Richmond, VA 23233

Re:

Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

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503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

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(Stal

Attachment: Exhibit A

Reginald D. Hedgebeth, Esq. cc:

SVP, General Counsel & Secretary

Circuit City Stores, Inc. (Richmond, VA)

fax: 804.524.4000 Sarah K. Baker, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)

fax: 312.407.0411

Exhibit A

to Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

AMF Pinbusters! Wii 29-Oct-08 12650 408 Oblivion Greatest Hits PS3 22-Oct-08 12660 408 Oblivion Game of the Year PS3 22-Oct-08 12610 120 Star Trek Encounters PS2 22-Oct-08 93155128606 528 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 538 Fallout 3 Collector's Edition PC 21-Oct-08 93155128606 5400 Fallout 3 PC 21-Oct-08 93155126609 1,200 Fallout 3	Circuit City Purchase Order Number	Product	Platform	Ship Date	inventory or Store ID	No. of Units	Per Unit Value	Total Value
Oblivion Greatest Hiss PS3 29-Oct-08 12060 408 Oblivion Game of the Year PS3 29-Oct-08 12610 120 Star Trek Encounters PS2 29-Oct-08 12650 156 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 522 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 520 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 520 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 520 Fallout 3 Collector's Edition PS3 22-Oct-08 93155128606 936 Fallout 3 Collector's Edition PC 21-Oct-08 93155128609 2,400 Fallout 3 PC 21-Oct-08 93155128609 1,200 Fallout 4 PC 21-Oct-08 93155128609 1,200 Fallout 5 PC 21-Oct-08 93155128609 1,200 Fallout 6 PC PC 21-Oct-08 93155128609 1,200 Fallout 7 PC 21-Oct-08 93155128609 1,200 Fallout 8 PC 21-Oct-08 93155128609 1,200 Fallout 9 PC 21-Oct-08 93155128609 1,200 Fallout 1 PC 21-Oct-08 93155128609 1,200 Fallout 3 PC 21-Oct-08 93155128609 1,200 Fallout 4 PC 21-Oct-08 93155128609 1,200 Fallou	5772368	AMF Pinbusters!	Wii	29-Oct-08	12650	168	\$15.27	\$2,565.36
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Star Trek Encounters PSZ 29-Oct-08 12050 156 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 632 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 528 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 520 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 520 Fallout 3 Collector's Edition PS3 22-Oct-08 12840 34,000 Fallout 3 Collector's Edition X360 22-Oct-08 93155126909 2,400 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,230 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,230 Fallout 3 PC 21-Oct-08 93155126909 1,230 <	772368	Oblivion Game of the Year	PS3	29-Oct-08	12610	120	\$48.27	\$5,792.40
Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 632 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 528 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 520 Fallout 3 Collector's Edition PC 23-Oct-08 12870 24,000 Fallout 3 Collector's Edition PS3 22-Oct-08 12860 35,040 Fallout 3 Collector's Edition X360 22-Oct-08 12860 35,040 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 2,400 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,270 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,280 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,280 Fallout 3 Collector's Edition PC 21-Oct-08 93155126606 30 Fallout 3 Collector's Edition PC 21-Oct-08 93155126606 30 Subtotal Fallout 3: PC 21-Oct-08<	172368	Star Trek Encounters	PS2	29-Oct-08	12050	156	\$6.40	\$998.40
Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 528 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 520 Fallout 3 Collector's Edition PC 23-Oct-08 12670 24,000 Fallout 3 Collector's Edition PS3 22-Oct-08 12840 3,000 Fallout 3 Collector's Edition X360 22-Oct-08 12850 3,000 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 2,400 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,270 Fallout 3 PC 21-Oct-08 93155126909 1,280 Fallout 3 PC 21-Oct-08 93155126909 1,280 Fallout 3 PC 21-Oct-08 93155126909 1,280 Fallout 3 PC 21-Oct-08 93155126909 1,290 Fallout 3 PC 21-Oct-08 93155126909 1,290 Fallout 3 PC 21-Oct-08 93155126606 300 Star Trek Encounte	170802	Fallout 3 Collector's Edition	8	23-Oct-08	93155128606	632	\$55.16	\$34,861.12
Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 520 Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 988 Fallout 3 Collector's Edition PS3 22-Oct-08 12670 24,000 Fallout 3 Collector's Edition X360 22-Oct-08 12840 3,040 Fallout 3 Collector's Edition X360 22-Oct-08 93155126909 2,400 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,280 Fallout 3 PC 21-Oct-08 93155126909 1,290 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,290 Fallout 3 Collector's Edition PC 21-Oct-08 93155126606 532 AMF Pinbusters! Wili 9-Oct-08 9315512660 71 Star Trek Encounters PS3	170801	Fallout 3 Collector's Edition	3	23-Oct-08	93155128606	528	\$55.16	\$29,124.48
Fallout 3 Collector's Edition PC 23-Oct-08 93155128606 988 Fallout 3 Fallout 3 22-Oct-08 12670 24,000 Fallout 3 Fallout 3 22-Oct-08 12840 3,000 Fallout 3 X360 22-Oct-08 12680 35,040 Fallout 3 Colector's Edition X360 22-Oct-08 12850 4,008 Fallout 3 PC 21-Oct-08 93155126909 2,400 730 Fallout 3 PC 21-Oct-08 93155126909 1,280 1,280 Fallout 3 PC 21-Oct-08 93155126909 1,280 1,280 Fallout 3 PC 21-Oct-08 93155126909 1,290 1,290 Fallout 3 PC 21-Oct-08	170800	Fallout 3 Collector's Edition	3	23-Oct-08	93155128606	520	\$55.16	\$28,683.20
Fallout 3 PS3 22-Oct-08 12670 24,000 Fallout 3 Collector's Edition R3 22-Oct-08 12840 3,000 Fallout 3 Collector's Edition X360 22-Oct-08 12850 4,008 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 2,400 Fallout 3 PC 21-Oct-08 93155126909 1,270 Fallout 3 PC 21-Oct-08 93155126909 1,280 Fallout 3 PC 21-Oct-08 93155126909 1,280 Fallout 3 PC 21-Oct-08 93155126909 1,280 Fallout 3 PC 21-Oct-08 93155126909 1,290 Fallout 3 PC 21-Oct-08 93155126909 1,290 Fallout 3 PC 21-Oct-08 93155126909 1,290 Fallout 3 PC 21-Oct-08 93155126009 1,290 AMF Pinbusters! Wii 9-Oct-08 12610 120 Oblivioa Garrie of the Year PS2 6-Oct-08 12	170797	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	886	\$55.16	\$54,498.08
Fallout 3 Collector's Edition PS3 22-Oct-08 12840 3,000 Fallout 3 X360 22-Oct-08 12680 35,040 Fallout 3 Collector's Edition X360 22-Oct-08 12850 4,008 Fallout 3 PC 21-Oct-08 93155126909 2,400 730 Fallout 3 PC 21-Oct-08 93155126909 1,270 1,280 Fallout 3 PC 21-Oct-08 93155126909 1,280 1,280 Fallout 3 PC 21-Oct-08 93155126909 1,290 1,290 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,290 AMF Pinbusters! Wii 9-Oct-08 93155128606 300 Oblivion Game of the Year PS3 9-Oct-08 12610 120 Star Trek Encounters PS2 6-Oct-08 12610 120 Subtotal Fallout 3: PS2 6-Oct-08 12050 41 Subtotal Other Product: Product: 79,337 78,048	623924	Fallout 3	PS3	22-Oct-08	12670	24,000	\$48.27	\$1,158,480.00
Fallout 3 X360 22-Oct-08 12680 35,040 Fallout 3 Collector's Edition X360 22-Oct-08 93155126909 2,400 Fallout 3 PC 21-Oct-08 93155126909 7,30 Fallout 3 PC 21-Oct-08 93155126909 1,270 Fallout 3 PC 21-Oct-08 93155126909 1,230 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,230 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,230 AMF Pinbusters! Wii 9-Oct-08 9315512600 376 Oblivion Game of the Year PS3 9-Oct-08 12610 120 Star Trek Encounters PS2 6-Oct-08 12610 41 TOTAL: Subtotal Fallout 3: 78,048	623924	Fallout 3 Collector's Edition	PS3	22-Oct-08	12840	3,000	\$63.04	\$189,120.00
Fallout 3 Collector's Edition X360 22-Oct-08 12850 4,008 Fallout 3 PC 21-Oct-08 93155126909 2,400 Fallout 3 PC 21-Oct-08 93155126909 730 Fallout 3 PC 21-Oct-08 93155126909 1,270 Fallout 3 PC 21-Oct-08 93155126909 1,230 Fallout 3 PC 21-Oct-08 93155126909 1,230 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,290 Fallout 3 Collector's Edition PC 21-Oct-08 93155126909 1,290 AMF Pinbusters! Wii 9-Oct-08 93155128606 330 AMF Pinbusters! Wii 9-Oct-08 12610 120 Star Trek Encounters PS3 9-Oct-08 12610 41 TOTAL: TOTAL: 79,337 78,048 Subtotal Fallout 3: 78,048 12,89	623924	Fallout 3	X360	22-Oct-08	12680	35,040	\$48.27	\$1,691,380.80
Fallout 3 PC 21-Oct-08 93155126909 2,400 Fallout 3 PC 21-Oct-08 93155126909 730 Fallout 3 PC 21-Oct-08 93155126909 1,270 Fallout 3 PC 21-Oct-08 93155126909 1,230 Fallout 3 PC 21-Oct-08 93155126909 1,280 Fallout 3 Collector's Edition PC 21-Oct-08 93155128606 300 Fallout 3 Collector's Edition PC 21-Oct-08 93155128606 300 AMF Pinbusters! Wii 9-Oct-08 12610 120 Obliviou Game of the Year PS3 9-Oct-08 12610 120 Star Trek Encounters PS2 6-Oct-08 12610 120 Subtotal Fallout 3: Subtotal Fallout 3: 78,048	623924	Fallout 3 Collector's Edition	X360	22-Oct-08	12850	4,008	\$63.04	\$252,664.32
Fallout 3 PC 21-Oct-08 93155126909 730 Fallout 3 PC 21-Oct-08 93155126909 1,270 Fallout 3 PC 21-Oct-08 93155126909 1,280 Fallout 3 PC 21-Oct-08 93155126909 1,280 Fallout 3 PC 21-Oct-08 93155126609 1,290 Fallout 3 Collector's Edition PC 21-Oct-08 93155128606 300 AMF Pinbusters! Wii 9-Oct-08 12650 276 Oblivion Game of the Year PS3 9-Oct-08 12650 276 Star Trek Encounters PS2 6-Oct-08 12050 41 TOTAL: Subtotal Fallout 3: 779,337 28,048	170790	Fallout 3	PC	21-Oct-08	93155126909	2,400	\$39.40	\$94,560.00
Fallout 3 PC 21-Oct-08 93155126909 1,270 Fallout 3 PC 21-Oct-08 93155126909 1,230 Fallout 3 PC 21-Oct-08 93155126909 1,530 Fallout 3 PC 21-Oct-08 93155126909 1,530 Fallout 3 Collector's Edition PC 21-Oct-08 93155128606 300 AMF Pinbusters! Wii 9-Oct-08 93155128606 532 Oblivion Game of the Year PS3 9-Oct-08 12650 276 Star Trek Encounters PS2 6-Oct-08 12650 41 TOTAL: Subtotal Fallout 3: 79,337 79,337 Subtotal Fallout 3: Subtotal Other Product: 78,048	170792	Fallout 3	ьс	21-Oct-08	93155126909	730	\$39.40	\$28,762.00
Fallout 3 PC 21-Oct-08 93155126909 1,280 Fallout 3 FC 21-Oct-08 93155126909 1,530 Fallout 3 PC 21-Oct-08 93155126909 1,530 Fallout 3 Collector's Edition PC 21-Oct-08 93155128606 300 AMF Pinbusters! Wii 9-Oct-08 12650 276 Oblivion Game of the Year PS3 9-Oct-08 12610 120 Star Trek Encounters PS2 6-Oct-08 12610 120 Star Trek Encounters PS2 6-Oct-08 12610 120 Subtotal Fallout 3: Subtotal Fallout 3: 79,337 1289	170793	Fallout 3	<u>۳</u>	21-Oct-08	93155126909	1,270	\$39.40	\$50,038.00
Fallout 3 PC 21-Oct-08 93155126909 1,530 Fallout 3 PC 21-Oct-08 93155126909 1,290 Fallout 3 Collector's Edition PC 21-Oct-08 93155128606 300 AMF Pinbusters! Wii 9-Oct-08 12650 276 Oblivion Game of the Year PS3 9-Oct-08 12610 120 Star Trek Encounters PS2 6-Oct-08 12610 120 TOTAL: Subtotal Fallout 3: 79,337 79,337 Subtotal Fallout 3: Subtotal Other Product: 78,048	170794	Fallout 3	2	21-Oct-08	93155126909	1,280	\$39.40	\$50,432.00
Fallout 3 PC 21-Oct-08 93155126909 1,290 Fallout 3 Collector's Edition PC 21-Oct-08 93155128606 300 AMF Pinbusters! Wii 9-Oct-08 12650 276 Oblivion Game of the Year PS3 9-Oct-08 12610 120 Star Trek Encounters PS2 6-Oct-08 12610 120 TOTAL: TOTAL: 79,337 Subtotal Fallout 3: Subtotal Other Product: 78,048	170795	Fallout 3	PC	21-Oct-08	93155126909	1,530	\$39.40	\$60,282.00
Fallout 3 Collector's Edition PC 21-Oct-08 93155128606 300 Fallout 3 Collector's Edition PC 21-Oct-08 93155128606 532 AMF Pinbusters! Wii 9-Oct-08 12650 276 Oblivion Game of the Year PS3 9-Oct-08 12610 120 Star Trek Encounters PS2 6-Oct-08 12050 41 TOTAL: Subtotal Fallout 3: 79,337 Subtotal Pallout 3: Subtotal Other Product: 78,048	1707%	Fallout 3	<u>χ</u>	21-Oct-08	93155126909	1,290	\$39.40	\$50,826.00
Fallout 3 Collector's Edition PC 21-Oct-08 93155128606 532 AMF Pinbusters! Wii 9-Oct-08 12650 276 Oblivior Game of the Year PS3 9-Oct-08 12610 120 Star Trek Encounters PS2 6-Oct-08 12050 41 TOTAL: Subtotal Fallout 3: 79,337 79,337 Subtotal Fallout 3: Subtotal Other Product: 1289	170798	Fallout 3 Collector's Edition	ጀ	21-Oct-08	93155128606	300	\$55.16	\$16,548.00
AMF Pinbusters! Wii 9-Oct-08 12650 276 Oblivion Game of the Year PS3 9-Oct-08 12610 120 Star Trek Encounters PS2 6-Oct-08 12050 41 TOTAL: 79,337 79,337 Subtotal Fallout 3: Subtotal Other Product: 78,048	170804	Fallout 3 Collector's Edition	ሯ	21-Oct-08	93155128606	532	\$55.16	\$29,345.12
Oblivior Game of the Year PS3 9-Oct-08 12610 120 Star Trek Encounters PS2 6-Oct-08 12050 41 TOTAL: 79,337 Subtodal Fallout 3: 78,048 Subtotal Other Product: 1,289	748763	AMF Pinbusters!	Wii	9-0-t-08	12650	276	\$15.27	\$4,214.52
Star Trek Encounters PS2 6-Oct-08 12050 TOTAL: Subtotal Fallout 3: Subtotal Other Product:	748763	Oblivion Game of the Year	PS3	9-Oct-08	12610	120	\$48.27	\$5,792.40
(al Failout 3:	620842	Star Trek Encounters	PS2	6-Oct-08	12050	41	\$6.40	\$262.40
tal Other Product:								
ct:		IOIAL				79,337		\$3,848,875.72
ct:		Subtotal Fallout 3:				78,048		\$3,819,605.12
		Subtotal Other Product:				1,289		\$29,270.60

1370 Piccard Drive Ste 120 Rockville, MD 20850 301.948.2200 Fax 301.990.7025



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Tracking Number:

1Z 668 06X 01 9832 343 0

Type:

Package

Status:

Delivered D Proof of Delivery D

Delivered On:

11/28/2008 10:14 A.M.

Signed By:

MENBRINAO

Location:

FRONT DESK

Delivered To:

2335 ALASKA AVE

EL SEGUNDO, CA, US 90245

Shipped/Billed On:

11/26/2008

Reference Number(s):

309240001, 5102

Service:

NEXT DAY AIR

Package Progress

Location	Date	Local Time	Description
GARDENA, CA, US	11/28/2008	10:14 A.M.	DELIVERY
	11/28/2008	7:34 A.M.	OUT FOR DELIVERY
	11/28/2008	7:00 A.M.	ARRIVAL SCAN
LOS ANGELES, CA, US	11/28/2008	5:59 A. M .	DEPARTURE SCAN
* ;	11/28/2008	4:44 A.M.	ARRIVAL SCAN
LOUISVILLE, KY, US	11/28/2008	3:21 A.M.	DEPARTURE SCAN
LOUISVILLE, KY, US	11/27/2008	12:01 A.M.	ARRIVAL SCAN
LINTHICUM, MD, US	11/26/2008	10:23 P.M.	DEPARTURE SCAN
	11/26/2008	9:32 P.M.	ARRIVAL SCAN
LANDOVER, MD, US	11/26/2008	8:45 P.M.	DEPARTURE SCAN
	11/26/2008	8:14 P.M.	ORIGIN SCAN
LANDOVER, DC, US	11/26/2008	7:29 P.M.	PICKUP SCAN
US	11/26/2008	4:13 P.M.	BILLING INFORMATION RECEIVED

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Exhibit(s) I part I Page 48 01 37

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1Z 668 06X 01 9874 906 1

Type:

Package

Status:

Delivered Proof of Delivery 5

Delivered On:

11/28/2008 9:29 A.M.

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PAUL

Location:

RECEIVER

Delivered To:

9954 MAYLAND DR

HENRICO, VA, US 23233

Shipped/Billed On:

11/26/2008

Reference Number(s):

309240001, 5102

Service:

NEXT DAY AIR

Package Progress

Location	Date	Local Time	Description
RICHMOND, VA, US	11/28/2008	9:29 A.M.	DELIVERY
	11/28/2008	5:43 A.M.	OUT FOR DELIVERY
	11/28/2008	2:10 A.M.	ARRIVAL SCAN
PHILADELPHIA, PA, US	11/27/2008	11:21 A.M.	DEPARTURE SCAN
	11/27/2008	12:39 A.M.	ARRIVAL SCAN
LANDOVER. MD, US	11/26/2008	9:15 P.M.	DEPARTURE SCAN
	11/26/2008	8:12 P.M.	ORIGIN SCAN
LANDOVER, DC, US	11/26/2008	7:29 P.M.	PICKUP SCAN
US	11/26/2008	4:17 P.M.	BILLING INFORMATION RECEIVED

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Package

Status:

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Delivered On:

11/28/2008 9:29 A.M.

Signed By:

PAUL

Location:

RECEIVER

Delivered To:

9954 MAYLAND DR

HENRICO, VA, US 23233

Shipped/Billed On:

11/26/2008

Reference Number(s):

309240001, 5102

Service:

NEXT DAY AIR.

Package Progress

Location	Date	Local	Description
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RICHMOND, VA, US	11/28/2008	9; 29 A.M.	DELIVERY
	11/28/2008	5:48 A.M.	OUT FOR DELIVERY
	11/28/2008	2:10 A.M.	ARRIVAL SCAN
PHILADELPHIA, PA, US	11/27/2008	11:21 A.M.	DEPARTURE SCAN
	11/27/2008	12:39 A.M.	ARRIVAL SCAN
LANDOVER, MD, US	11/26/2008	9:15 P.M.	DEPARTURE SCAN
	11/26/2008	8:13 P.M.	ORIGIN SCAN
LANDOVER, DC, US	11/26/2008	7:29 P.M.	PICKUP SCAN
US	11/26/2008	4:14 P.M.	BILLING INFORMATION RECEIVED

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1Z 668 06X 01 9815 707 6

Type:

Package

Status:

Delivered Proof of Delivery

Delivered On:

11/28/2008 10:25 A.M.

Location:

FRONT DOOR

Delivered To:

333 W WACKER DR

2400

CHICAGO, IL, US 60606

Shipped/Billed On:

11/26/2008

Reference Number(s):

309240001, 5102

Service:

NEXT DAY AIR

Package Progress

Location	Date	Local Time	Description
CHICAGO,	11/28/2008	10:25 A.M.	DELIVERY
	11/28/2008	7:09 A.M.	OUT FOR DELIVERY
PHILADELPHIA, PA, US	11/27/2008	12:39 A.M.	ARRIVAL SCAN
LANDOVER, MD, US	11/26/2008	9:15 P.M.	DEPARTURE SCAN
	11/26/2008	8:13 P.M.	ORIGIN SCAN
LANDOVER, DC, US	11/26/2008	7:29 P.M.	PICKUP SCAN
US	11/26/2008	4:18 P.M.	BILLING INFORMATION RECEIVED

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Tracking Number:

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Delivered On:

12/01/2008 9:03 A.M.

Signed By:

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Location:

MAIL ROOM

Delivered To:

MCQUIRE WOODS AND BATTLE

901 E CARY ST

4TH

RICHMOND, VA, US 23219

Shipped/Billed On:

11/26/2008

Reference Number(s):

309240001, 5102

Service:

NEXT DAY AIR

Package Progress

Location	D ate	Local Time	Description
RICHMOND, VA, US	12/01/2008	9:03 A.M.	DELIVERY
RICHMOND, VA, US	11/30/2008	10: 29 P .M.	DESTINATION SCAN
RICHMOND, VA, US	11/28/2008	9:06 A.M.	THE RECEIVER IS ON A HOLIDAY. DELIVERY WILL BE ATTEMPTED WHEN THE RECEIVER RETURNS
	11/28/2008	5:48 A.M.	OUT FOR DELIVERY
	11/28/2008	2:10 A.M.	ARRIVAL SCAN
PHILADELPHIA, PA, US	11/27/2008	11:21 A.M.	DEPARTURE SCAN
	11/27/2008	12:39 A.M.	ARRIVAL SCAN
LANDOVER. MD, US	11/26/2008	9:15 P.M.	DEPARTURE SCAN
	11/26/2008	8:12 P.M.	ORIGIN SCAN
LANDOVER, DC, US	11/26/2008	7:29 P.M.	PICKUP SCAN
US	11/26/2008	4:16 P.M.	BILLING INFORMATION RECEIVED

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From: Tim_Sifford@circuitcity.com [mailto:Tim_Sifford@circuitcity.com]

Sent: Friday, October 17, 2008 11:29 AM

To: Ronald Seger

Cc: Suzi_Richardson@circuitcity.com; Jessica_Murphy@circuitcity.com; Konstantine_gelfond@CircuitCity.com;

Erin_Williams@circuitcity.com

Subject: Fallout 3 Launch Circuit City

Ron.

Thanks for the time on the phone yesterday.

While I believe there is an opportunity to look at our launch numbers I do not want to walk away from too many units with the follow support from Circuit City.

- 1. Front Cover of Sunday Insert
- 2. Free \$10 GC and mini Strategy Guide with Purchase
- 3. Quarter of a page inside tab presence that also shows complete Limited Edition
- 4. TV \$4.5M of value that will highlight offer and air on Key Cable (G4, Spike, ESPN, Comedy Center....) and National (NBC, CBS, FOX, ABC) shows that appeal to males 18-35
- Landing Page Presence circuitcity.com
- 6. Web Banners on sites that appeal to males 18-35

Just as an FYI we had a similar offer on GTA IV and sold through 50k units day one, we did so well we ran out in our top volume stores, so these kinds of forecasts are realistic needs.

At this time Circuit City proposes the following orders under 30 day terms

XBOX 360 - 35k units PS3 - 24k units XBOX 360 LE - 4k PS3 LE - 3k PC - 8.5k

Total - 74.5k units

Again Circuit City is well funded in this tough economy and even though our stock has taken a hit and there are many rumors we are not going anywhere. We have our \$1.3B loan from Bank of America without covenants, Bank of America is still a very strong bank in todays environment. We have many initiatives in place that we are executing to have a successful holiday at Circuit and improve our service in stores.

As for replenishment I would be open to discussing a different level of terms, but at this point I would like to land the launch quantities and move forward to ensure we are good for shipping and the in store date.

Thanks
Tim
Tim Sifford
Business Team Lead Games,
Circuit City Stores, Inc.
Deep Run 1 - 2nd Floor
9950 Mayland Dr.
Richmond, VA 23233
Phone# 804 - 486 - 8110